

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

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|---|---|--------------------------------|
| IN RE: |) | Chapter 11 |
| |) | |
| MILACRON, INC., et al.¹ |) | Case No. 09-11235 (JVA) |
| |) | (Jointly Administered) |
| DEBTORS. |) | |
| |) | Judge Vincent Aug, Jr. |
| |) | |

NOTICE OF FILING:

**MOTION FOR AN ORDER AUTHORIZING CERTAIN NOTEHOLDERS TO
COMMENCE AND PROSECUTE CAUSES OF ACTION AGAINST CERTAIN
DIRECTORS AND OFFICERS OF THE
DEBTORS ON THE DEBTORS' BEHALF AND MEMORANDUM IN SUPPORT**

Certain Holders of Milacron 11½ % Senior Secured Notes issued by MI 2009 Inc. (f/k/a Milacron, Inc.) managed by Avenue Capital Group and DDJ Capital Management LLC (the “Noteholders”), have filed papers with the Court for an order authorizing the Noteholders to commence and prosecute causes of action on behalf of the bankruptcy estates of MI 2009 Inc. (f/k/a Milacron, Inc.), CIP 2009 Inc. (f/k/a Cimcool Industrial Products, Inc.), MMC 2009 Inc. (f/k/a Milacron Marketing Company), MPTG 2009 Inc. (f/k/a Milacron Plastics Technology Group), DME 2009 Inc. (D-M-E Company, Inc.), 1787230 Ontario Limited (f/k/a Milacron Canada Limited) and MCH 2009 B.V. (f/k/a Milacron Capital Holdings B.V.) (collectively, the “Debtors” or “Milacron”) against certain directors, officers and controlling shareholders of the Debtors.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Milacron, Inc. (2125); Cimcool Industrial Products Inc. (1002); Milacron Marketing Company (0580); Milacron Plastics Technologies Group Ins. (1007); D-M-E Company (3086); Milacron Canada Ltd. (7230); and Milacron Capital Holdings B.V. (7203).

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

If you do not want the Court to grant the relief sought in the motion then on or before twenty-one (21) days from the date set forth in the certificate of service for the Motion, you must file with the court a response explaining your position by mailing your response by regular U.S. Mail to Office of the Clerk, U.S. Bankruptcy Court for the Southern District of Ohio, 221 East Fourth Street, Atrium Two Suite 800, Cincinnati, Ohio 45202 OR your attorney must file a response using the Court's ECF System.

The Court must **receive** your response on or before the above date.

You must also send a copy of your response either by 1) the Court's ECF System or 2) regular U.S. Mail to: 1) Michael L. Scheier, Keating Muething & Klekamp PLL, 1 East Fourth Street, Suite 1400, Cincinnati, OH 45202 and 2) Ross D. Kennedy, Bracewell & Giuliani LLP, 711 Louisiana St., Suite 2300, Houston, Texas 77002-2770.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion and may enter an order granting that relief without further hearing or notice.

Respectfully submitted,

/s/ Michael L. Scheier

Michael L. Scheier

Co-Trial Attorney

Keating Muething & Klekamp PLL

One East Fourth Street, Suite 1400

Cincinnati, OH 45202

(513) 579-6952

(513) 579-6457 Facsimile

mscheier@kmlaw.com

-and-

/s/ Ross D. Kennedy

Ross D. Kennedy (Texas Bar No. 00796873)

(*pro hac vice* application pending)

Co-Trial Attorney

Bracewell & Giuliani LLP

711 Louisiana St., Suite 2300

Houston, Texas 77002-2770

(713) 223-2300

(713) 221-1212 Facsimile

OF COUNSEL:

Bracewell & Giuliani LLP

Ralph D. McBride

Texas Bar No. 13332400

Ross D. Kennedy

Texas Bar No. 00796873

Bradley J. Benoit

Texas Bar No.: 24012275

Kristin A. McLaurin

Texas Bar No. 24043813

Diane M. Crabtree

Texas Bar No. 24046966

Blair R. Loocke

Texas Bar No. 24056205

711 Louisiana St., Suite 2300

Houston, Texas 77002-2770

(713) 223-2300

(713) 221-1212 Facsimile

CERTIFICATE OF SERVICE

I hereby certify that on July 16, 2010, a copy of the foregoing Notice of Filing: Motion for an Order Authorizing Certain Noteholders to Commence and Prosecute Causes of Action Against Certain Directors and Officers of the Debtors on the Debtors' Behalf and Memorandum in Support was served on the following registered ECF participants, electronically through the court's ECF System at the email address registered with the court:

| | |
|---|---|
| Danielle Rae Allison-Yokom on behalf of Attorney Department of Environmental Quality | Susan M Argo on behalf of Creditor Cast-Fab Technologies, Inc. |
| Reuel D. Ash on behalf of Creditor QAD, Inc. | Josef S Athanas on behalf of Creditor Ohio Plastics, LLC |
| Mark Jay Bamberger on behalf of Creditor William Mericle, Sr. | Elizabeth A Bates on behalf of Creditor COMAT SRL |
| Sara R Bradbury on behalf of Creditor Advantage Electronics, Inc. | Stuart C Brinn on behalf of Creditor Johnson Electric Supply Company |
| John R Burns on behalf of Creditor Superior Oil Company, Inc. | Patrick Burns on behalf of Debtor In Possession Milacron Inc. |
| Erik G Chappell on behalf of Creditor Ort Tool and Die Corporation | Susan K Cliffel on behalf of Creditor Rex Materials, Inc. |
| Thomas W Coffey on behalf of Creditor Godfrey & Wing, Inc. | Frederick S Coombs on behalf of Creditor DTE Energy Company |
| Colleen M Cullitan on behalf of Creditor South Shore Tool & Die, Inc. | Duriya Dhinojwala on behalf of Creditor Dell Marketing, LP |
| Matthew R Duncan on behalf of Creditor EMI Corp. | Roger Elder on behalf of Creditor Uddeholm KK |
| William B Fecher on behalf of Creditor Quality Mechanicals, Inc. | Thomas M Franklin on behalf of Creditor Burger & Brown Engineering, Inc. |
| Lori Ann Frio on behalf of Creditor Dow Chemical Company | Robert A Goering on behalf of Creditor Jack Sinking |
| Richard L Goettke on behalf of Creditor Midwest Manufacturing Consultants LLC | Ronald E Gold on behalf of Creditor GE Capital Corporation |
| Ira H Goldman on behalf of Creditor US Bank, NA | Robert G Hanseman on behalf of Creditor Verizon Business Global LLC |
| Douglas N Hawkins on behalf of U.S. Trustee Asst US Trustee (Cin) | Jeffrey M Hendricks on behalf of Creditor Oracle USA Inc. |

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|---|--|
| Benjamin Z Heywood on behalf of Creditor Ort Tool and Die Corporation | Vaughn A Hoblet on behalf of Creditor Riverside Machine and Automation Inc. |
| Scott W Howard on behalf of Creditor Beth Shields | Amy L Hunt on behalf of Creditor Jeffrey Barrett |
| Cara R Hurak on behalf of Creditor McSwain Manufacturing Corporation | Timothy J Hurley on behalf of Creditor Committee Official Committee of Unsecured Creditors |
| Reginald W Jackson on behalf of Creditor Garelick Farms, LLC | Monica V Kindt on behalf of U.S. Trustee Asst US Trustee (Cin) |
| Cullen Kuhn on behalf of Attorney Cullen Kuhn | Lawrence F Landgraff on behalf of Creditor Pension Benefit Guaranty Corporation |
| David S Lefere on behalf of Creditor Hommer Tool & Mfg., Inc. | Kim Martin Lewis on behalf of Debtor In Possession Cimcool Industrial Products Inc. |
| Dennis W Loughlin on behalf of Creditor Mac-Mold Base, Inc. | Wendy G Marcari on behalf of Creditor Troy Corporation |
| Richard M. Maseles on behalf of Creditor Missouri Department of Revenue | Michael G Menkowitz on behalf of Creditor Quaker Chemical Corporation |
| Charles M Meyer on behalf of Creditor Continental Casualty Company | W Timothy Miller on behalf of Creditor Committee Official Committee of Unsecured Creditors |
| James W Moennich on behalf of Creditor Ohio Screw Products, Inc. | Richard D Nelson on behalf of Creditor Gosling Czubak Engineering Sciences, Inc. |
| David M Neumann on behalf of Creditor Eaton Hydraulic, LLC | Nicholas J Pantel on behalf of Creditor United States of America |
| David Matthew Pelletier on behalf of Creditor Strandex Corporation | Raymond J Pikna on behalf of Creditor Rex Materials, Inc. |
| Marie C Pollio on behalf of Creditor US Bank, NA | Victoria A. Reardon on behalf of Creditor Michigan Department of Treasury |
| Craig E Reimer on behalf of Creditor ArcelorMittal USA Inc. | John L Reyes on behalf of Creditor EMI Corp. |
| Jean R Robertson on behalf of Creditor Hoover Universal, Inc. | Tim J Robinson on behalf of Debtor In Possession Cimcool Industrial Products Inc. |
| Terry Serena on behalf of Creditor United States of America | Elliot M Smith on behalf of Creditor Avenue International Master, L.P. |
| Louis F Solimine on behalf of Other Professional Thompson Hine LLP | Jason V. Stitt on behalf of Creditor Hotset Corporation |

| | |
|---|---|
| Cayce A Stoneburner on behalf of Creditor Gosling Czubak Engineering Sciences, Inc. | Gregory A Stout on behalf of Creditor Multiject LLC |
| Jonathan S Taub on behalf of Creditor PVS-Nolwood Chemicals, Inc. | Gordon J Toering on behalf of Creditor Bosch Rexroth Corporation |
| Robert Steven Underhill on behalf of Creditor Mauser Corp. | Kimberly A Walsh on behalf of Creditor Texas Comptroller of Public Accounts |
| Timothy G Warner on behalf of Creditor JH Industries, Inc. | Elizabeth Graham Weber on behalf of Creditor Rocket Supply Co. |
| Neal J Weill on behalf of Creditor Schaefer Paint Company | Michael B Willey on behalf of Creditor Tennessee Department of Revenue |
| Thomas M Wilson on behalf of Attorney Kelley & Ferraro | Charles E Woods on behalf of Creditor Performance Rail Tie, L.P. |

and on the following by ordinary U.S. Mail to the parties on the attached list.

/s/ Michael L. Scheier

Michael L. Scheier

3529587.2

Core 2002 Parties

| Creditor Name | Creditor Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip |
|---|--|--|----------------------------------|---------------------|-----------------|-------|------------|
| ADGO ENGINEERING & CN | ROBERT REYNOLDS | 3988 MCMANN ROAD | | | CINCINNATI | OH | 45245 |
| ALABAMA DEPT OF ENVIRONMENTAL MANAGEMENT | ATTN BANKRUPTCY DEPARTMENT | JAMES W WARR DIRECTOR | 1400 COLISEUM BLVD | PO BOX 301463 | MONTGOMERY | AL | 36130-1463 |
| ASSISTANT ATTORNEY GENERAL ENVIRONMENT NATURAL RESOURCES & AGRICULTURE DIVISION | DANIELLE ALLISON YOKOM | PO BOX 30755 | | | LANSING | MI | 48909 |
| ATTORNEY FOR GE TRANSPORTATION | GLENN M REISMAN | TWO CORPORATE DRIVE STE 234 | | | SHELTON | CT | 06484 |
| ATTORNEY GENERAL STATE OF MICHIGAN | VICTORIA A REARDON ASSISTANT ATTORNEY GENERAL | CADILLAC PLACE STE 10-200 | 3030 W GRAND BLVD | | DETROIT | MI | 48202 |
| AVENUE CAPITAL GROUP | ATTN DAN FLORES | 535 MADISON AVENUE 15TH FLOOR | | | NEW YORK | NY | 10022 |
| BAKER & DANIELS LLP | JOHN R BURNS | 111 EAST WAYNE ST STE 600 | | | FORT WAYNE | IN | 46802 |
| BARTLETT HACKETT FEINBERG PC | FRANK F MCGINN | 155 FEDERAL ST 9TH FL | | | BOSTON | MA | 02110 |
| BOLHOUSE VANDER HULST RISKO BAAR & LEFERE PC | DAVID S LEFERE | 3996 CHICAGO DR SW | Grandville State Bank Building | | GRANDVILLE | MI | 49418 |
| BOSCH REKROTH CORP | ATTN TOM WILLIAMS ESQ | 5150 PRARIE STOR PARKWAY | | | HOFFMAN ESTATES | IL | 60132-3707 |
| BRIAN W BISIGNANI ESQ | POST & SCHELL PC | 17 NORTH 2ND ST 12TH FL | | | HARRISBURG | PA | 17101-1601 |
| BUCHALTER NEMER A PROFESSIONAL CORPORATION | SHAWN M CHRISTIANSON ESQ | 333 MARKET ST 25TH FL | | | SAN FRANCISCO | CA | 94105-2126 |
| CANADIAN CENTRE FOR OCCUPATIONAL HEALTH AND SAFETY | | 135 HUNTER STREET EAST | | | HAMILTON | ON | L8N 1M5 |
| COHEN TODD KITE & STANFORD LLC | RICHARD D NELSON | 290 EAST FIFTH ST STE 1200 | | | CINCINNATI | OH | 45202 |
| COHEN TODD KITE & STANFORD LLC | RICHARD D NELSON | 250 EAST FIFTH ST STE 1200 | | | CINCINNATI | OH | 45202 |
| COUNSEL FOR AT&T CAPITAL SERVICES INC | OROURKE & MOODY | 55 W Wacker Dr Ste 1400 | | | CHICAGO | IL | 60601 |
| COUNSEL FOR MULTJECT LLC | GREGORY A STOUT | MAPOTHER & MAPOTHER PSC | 801 WEST JEFFERSON ST | | LOUISVILLE | KY | 40202 |
| CSST | | 1700 BOULEVARD LAVAL | | | LAVAL | QC | H7S 2G6 |
| DANIEL MEYER | | 7655 Annesdale Drive | | | CINCINNATI | OH | 45243 |
| DEPARTMENT OF EMPLOYMENT SECURITY | | 33 SOUTH STATE ST | | | CHICAGO | IL | 60603 |
| DEPARTMENT OF LABOR | | STATE OFFICE BUILDING CAMPUS RM 500 | | | ALBANY | NY | 12240 |
| DEPARTMENT OF LABOR AND INDUSTRY | | 77H AND FORSTER STS | PO BOX 60130 | | HARRISBURG | PA | 17106 |
| DEPT OF LABOR | | W A HARRIMAN CAMPUS BLDG 12 | LIABILITY AND DETERMINATION SECT | | ALBANY | NY | 12240-0322 |
| ENNIS ROBERTS & FISCHER LPA | GARY STEDRONSKY & WILLIAM M DETERS II | 1714 WEST GALBRAITH RD | | | CINCINNATI | OH | 45202 |
| ENVIRONMENT CANADA | | 351 ST JOSEPH BOULEVARD | PLACE VINCENT MASSEY 8TH FLOOR | | GATINEAU | QC | K1A 0H3 |
| ENVIRONMENT CANADA | | 4906 DUFFERIN STREET | | | TORONTO | ON | M3H 5T4 |
| ENVIRONMENTAL HEALTH DIVISION | REGION 9 | 75 HAWTHORNE ST | | | SAN FRANCISCO | CA | 94105 |
| ENVIRONMENTAL PROTECTION AGENCY | REGION 2 | 290 BROADWAY | | | NEW YORK | NY | 10007-1866 |
| ENVIRONMENTAL PROTECTION AGENCY | REGION 3 | 1650 ARCH ST | | | PHILADELPHIA | PA | 19103-2029 |
| ENVIRONMENTAL PROTECTION AGENCY | REGION 9 | 1001 I ST | PO BOX 2815 | | SACRAMENTO | CA | 95812-2815 |
| EPSTEIN BECKER & GREEN PC | | 250 PARK AVE 11TH FL | | | NEW YORK | NY | 10017 |
| FINUC LTD | GEN KUSAMA | 3580 SHIBUKUSA AZA KOMANBA | OSHINO MURA | MINAMITSURU GUN | YAMANAKHI PREF | | 461-0597 |
| FILARDI LAW OFFICES LLC | CHARLES J FILARDI JR | 65 TRUMBELL ST 2ND FL | | | NEW HAVEN | CT | 06510 |
| FOX ROTHSCHILD LLP | MICHAEL G MENKOWITZ ESQ | 2000 MARKET STREET TENTH FL | | | PHILADELPHIA | PA | 19103-3291 |
| FROST BROWN TODD LLC | RONALD E GOLD ESQ | 2200 PNC CTR | 201 E FIFTH ST | | CINCINNATI | OH | 45202 |
| GENERAL ELECTRIC CAPITAL CORPORATION | ATTN CORPORATE COUNSEL- CORPORATE LENDING | 401 MERRITT SEVEN SECOND FLOOR | | | NORWALK | CT | 06851 |
| GENERAL ELECTRIC CAPITAL CORPORATION | ATTN MILACRON - LOAN SERVICER | 401 MERRITT SEVEN | | | NORWALK | CT | 06851 |
| GENERAL ELECTRIC CAPITAL CORPORATION | ATTN MILACRON ACCOUNT MANAGER | 201 MERRITT SEVEN | | | NORWALK | CT | 06851 |
| GENERAL ELECTRIC CAPITAL CORPORATION | ATTN TOM MORANTE | GE COMMERCIAL FINANCE & CORPORATE FINANCIAL SERVICES | 299 PARK AVENUE - 3RD FLOOR | | NEW YORK | NY | 10171 |
| GEORGIA DEPT OF NATURAL RESOURCES | ATTN BANKRUPTCY DEPARTMENT | CAROL COUCH ENVIRONMENTAL PROTECTION DIVISION | 2 MARTIN LUTHER KING JR DR | STE 1152 EAST TOWER | ATLANTA | GA | 30334 |
| GEORGIA ENVIRONMENTAL PROTECTION DIVISION | REGION 4 | 2 MARTIN LUTHER KING JR DR | | | ATLANTA | GA | 30334 |
| HARRINGTON HOPPE & MITCHELL LTD | FREDERICK S COOMBS III | 26 MARKET ST STE 1200 | | | YOUNGSTOWN | OH | 44501-6077 |
| HARRINGTON HOPPE & MITCHELL LTD | RUSSELL R JOHNSON III | 2258 WHEATLANDS DR | | | MANAKIN SABOT | VA | 23103 |
| HOTSET CORP | | 1045 HARTS LAKE ROAD | | | BATTLE CREEK | MI | 48037 |
| HOW FRELS BERMAN WOODS & DUKE PC | MARK H HOW & CHARLES E WOODS | 2027 YOUNG ST | | | DALLAS | TX | 75201 |
| IBM CORPORATION | | 13800 DIPLOMAT DR | | | DALLAS | TX | 75234 |
| IBM CREDIT LLC | ANDY GRAVINA | SPECIAL HANDLING GROUP | 4111 NORTHSIDE PARKWAY | | ATLANTA | GA | 30327 |
| ILLINOIS DEPT OF ENVIRONMENTAL PROTECTION | ATTN BANKRUPTCY DEPARTMENT | DOUGLAS P SCOTT DIRECTOR | PO BOX 19276 | | SPRINGFIELD | IL | 62794-9276 |
| INTERNAL REVENUE SERVICE | ATTN DEBBIE HARRELL INSOLVENCY DEPT | 550 MAIN ST RM 3525 | JWP FEDERAL OFFICE BLDG | | CINCINNATI | OH | 45202 |
| INTERNAL REVENUE SERVICE | CENTRALIZED INSOLVENCY OPERATION | 11601 ROOSEVELT BLVD | MAIL DROP N781 | | PHILADELPHIA | PA | 19154 |
| INTERNAL REVENUE SERVICE | CENTRALIZED INSOLVENCY OPERATION | PO BOX 21126 | | | PHILADELPHIA | PA | 19114-0326 |
| J SCOTT DOUGLASS | | 909 Fannin Ste 1800 | | | HOUSTON | TX | 77010 |
| JENNIFER BRUNNER | OHIO SECRETARY OF STATE | 180 E BROAD ST NO 16 | | | COLUMBUS | OH | 43215 |
| JONATHAN S TAUB | | 10900 HARPER AVE | | | DETROIT | MI | 48213 |
| KANSAS DEPT OF HEALTH AND ENVIRONMENT | ATTN BANKRUPTCY DEPARTMENT | RON HAMMERSCHMIDT DIVISION OF ENVIRONMENT | 1000 SW JACKSON | SUITE 400 | TOPEKA | KS | 66612-1367 |
| KELLEY & FERRARO LLP | THOMAS M WILSON ESQ | 2200 KEY TOWER | | | CLEVELAND | OH | 44114 |
| KIMBERLY WALSH | ASSISTANT ATTORNEY GENERAL BANKRUPTCY & COLLECTIONS DIVISION | PO BOX 12548 | | | AUSTIN | TX | 78711-2548 |
| LYDEN LIEBENTHAL & CHAPPELL LTD | BENJAMIN Z HEYWOOD | 5470 MAIN ST STE 300 | | | SYLVANIA | OH | 43560 |
| MAPOTHER & MAPOTHER PSC | GREGORY A STOUT | 801 WEST JEFFERSON ST | | | LOUISVILLE | KY | 40202 |
| MARK J NOWICKI | TRUSTEE OF WILLIAM MERICLE SR IRREV INSUR TRUST DTD 3-2-07 | 480 MAPLEWOOD DR STE 2 | | | JUPITER | FL | 33458-5845 |
| MASSACHUSETTS DEPT OF ENVIRONMENTAL PROTECTION | ATTN BANKRUPTCY DEPARTMENT | ROBERT W GOLLEDGE JR COMMISSIONER | ONE WINTER ST | 2ND FL | BOSTON | MA | 02108 |
| MAYER BROWN LLP | | 71 S WHACKER DR | | | CHICAGO | IL | 60606 |
| MCSWAIN MFG CORP | CRAIG E REIMER ESQ & MATHEW V WARGIN ESQ | 382 CIRCLE FREEWAY DR | | | CINCINNATI | OH | 45246 |
| MICHIGAN DEPARTMENT OF LABOR & ECONOMICS | | PO BOX 30702 | | | LANSING | MI | 48909-8202 |
| MICHIGAN OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | | 7150 HARRIS DRIVE | PO BOX 30643 | | LANSING | MI | 48909-8143 |
| MILLER CANFIELD PADDOCK AND STONE PLC | MARC N SWANSON ESQ & ERIC D CARLSON ESQ | 150 W JEFFERSON AVE STE 2500 | | | DETROIT | MI | 48226 |
| MINNESOTA DEPARTMENT OF LABOR AND INDUSTRY MINNESOTA | | 443 LAFAYETTE ROAD NORTH | | | ST PAUL | MN | 55155-4307 |
| MINNESOTA ENVIRONMENTAL QUALITY BOARD | ATTN BANKRUPTCY DEPARTMENT | MICHAEL SULLIVAN EXECUTIVE DIRECTOR | 300 CENTENNIAL BLDG | | ST PAUL | MN | 55155 |
| MISSOURI DEPARTMENT OF REVENUE | BANKRUPTCY UNIT | ATTN RICHARD M MASELES | PO BOX 475 | | JEFFERSON CITY | MO | 65105-0475 |
| NEAL J WEILL ATTORNEY AT LAW LLC | NEAL J WEILL ESQ | 250 EAST FIFTH ST STE 1526 | | | CINCINNATI | OH | 45202 |
| NEW YORK DEPT OF ENVIRONMENTAL CONSERVATION | ATTN BANKRUPTCY DEPARTMENT | DENISE M SHEEHAN COMMISSIONER | 625 BROADWAY | | ALBANY | NY | 12233 |
| OFFICE OF THE UNITED STATES TRUSTEE | | 170 N HIGH ST | STE 200 | | COLUMBUS | OH | 43215 |
| OFFICE OF THE UNITED STATES TRUSTEE | MONICA V KINDT ESQ | ASSISTANT UNITED STATES TRUSTEE | 36 EAST SEVENTH ST STE 2030 | | CINCINNATI | OH | 45202 |
| OHIO DIVISION OF SECURITIES | | 77 SOUTH HIGH STREET 22ND FLOOR | | | COLUMBUS | OH | 43215-6131 |
| OHIO ENVIRONMENTAL PROTECTION AGENCY | ATTN BANKRUPTCY DEPARTMENT | JOE KONCELIK DIRECTOR | PO BOX 1049 | | COLUMBUS | OH | 43216-1049 |
| PARRY DEERING FUTSCHER & SPARKS PSC | AMY L HUNT | 411 GARRARD ST | | | COVINGTON | KY | 41011 |

Core 2002 Parties

| Creditor Name | Creditor Notice Name | Address 1 | Address 2 | Address 3 | City | State | Zip |
|--|--|-------------------------------------|---|----------------------------|--------------------|-------|------------|
| PAUL HASTINGS JANOFSKY & WALKER LLP | JESSE H AUSTIN III ESQ & ELIZABETH C ARNETT ESQ & EMILY N PITTMAN ESQ & J CRAIG LEE ESQ & SUSAN M BRAKE ESQ | 600 PEACHTREE STREET NE SUITE 2400 | | | ATLANTA | GA | 30308 |
| PAUL HASTINGS JANOFSKY & WALKER LLP | CRAIG LEE ESQ | 600 PEACHTREE STREET NE SUITE 2400 | | | ATLANTA | GA | 30308 |
| PENNSYLVANIA DEPT OF ENVIRONMENTAL PROTECTION | ATTN BANKRUPTCY DEPARTMENT | KATHLEEN A MCGINTY SECRETARY | RACHEL CARSON STATE OFFICE BLDG 16TH FL | PO BOX 2063 | HARRISBURG | PA | 17105-2063 |
| PENSION BENEFIT GUARANTEE CORPORATION | LAWRENCE F LANDGRAFF | OFFICE OF CHIEF COUNSEL | 1200 K STREET NW STE 340 | | WASHINGTON | DC | 20005 |
| REX MATERIALS INC | c/o RAYMOND J PIKNA JR ESQ & SUSAN K CLIFFEL ESQ | WOOD & LAMPING LLP | 600 VINE ST STE 2500 | | CINCINNATI | OH | 45202-2491 |
| RICHARD L GOETTKE 0010869 | ATTORNEY AT LAW | 213 N BROADWAY | | | BLANCHESTER | OH | 45107 |
| ROBERT A GOERING | ATTORNEY AT LAW | 220 W 3RD ST | | | CINCINNATI | OH | 45202 |
| SEC HEADQUARTERS | | 100 F ST NE | | | WASHINGTON | DC | 20549 |
| SECURITIES AND EXCHANGE COMMISSION | ANGELA DODD | SENIOR BANKRUPTCY COUNSEL | SECURITIES AND EXCHANGE COMMISSION | 175 W JACKSON BLVD STE 900 | CHICAGO | IL | 60604 |
| SHEARMAN & STERLING LLP | ATTN MICHAEL TORKIN | 599 LEXINGTON AVE | | | NEW YORK | NY | 10022 |
| SHIPMAN & GOODWIN LLP | IRA H GOLDMAN ESQ & MARIE C POLIO ESQ | ONE CONSTITUTION PLZA | | | HARTFORD | CT | 06103-1919 |
| STINSON MORRISON HECKER LLP | ATTN DARELL W CLARK ESQ | 1150 18TH ST NW STE 800 | | | WASHINGTON | DC | 20036-3816 |
| SUSAN M ARGO ESQ & CARA R HURAK ESQ | 1900 FIFTH THIRD CENTER | 511 WALNUT ST | | | CINCINNATI | OH | 45202 |
| TAFT STETTINIUS & HOLLISTER LLP | TIMOTHY J HURLEY ESQ & W TIMOTHY MILLER ESQ | 425 WALNUT ST STE 1800 | | | CINCINNATI | OH | 45202 |
| TENNESSEE DEPARTMENT OF REVENUE | C O TN ATTORNEY GENERALS OFFICE BANKRUPTCY DIVISION | PO BOX 20207 | | | NASHVILLE | TN | 37202-0207 |
| THE MARK BAMBERGER CO LLC | MARK J BAMBERGER ESQ | 8 S 3RD ST | | | TIPP CITY | OH | 45371 |
| TRAVELERS | ATTN SCOT FREEMAN ACCOUNT RESOLUTION | ONE TOWER SQUARE 5MN | | | HARTFORD | CT | 06183 |
| US ATTORNEY | | 221 E FOURTH ST | STE 400 | | CINCINNATI | OH | 45202 |
| US ATTORNEY GENERAL | | 10TH CONSTITUTION AVE NW | | | WASHINGTON | DC | 20530 |
| US BANK NATIONAL ASSOCIATION | DANIEL A BOYERS | CORPORATE TRUST | 425 WALNUT STREET | | CINCINNATI | OH | 45202 |
| US DEPARTMENT OF HOMELAND SECURITY | BUREAU OF CUSTOMS AND BORDER PATROL | 6747 ENGLE ROAD | | | MIDDLEBURG HEIGHTS | OH | 44130 |
| US DEPARTMENT OF JUSTICE | | 950 PENNSYLVANIA AVENUE NW | | | WASHINGTON | DC | 20530-0001 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | BIRMINGHAM AREA OFFICE | 950 22ND STREET NORTH SUITE 1050 | | | BIRMINGHAM | AL | 35203 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 1 | JFK FEDERAL BLDG RM E340 | | | BOSTON | MA | 02203 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 2 | 201 VARICK ST RM 670 | | | NEW YORK | NY | 10014 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 4 | 61 FORSYTH ST SW | | | ATLANTA | GA | 30303 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 5 | 230 S DEARBORN ST RM 3244 | | | CHICAGO | IL | 60604 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 5 | 230 SOUTH DEARBORN STREET ROOM 3244 | | | CHICAGO | IL | 60604 |
| US DEPT OF LABOR OCCUPATIONAL SAFETY & HEALTH ADMINISTRATION | REGION 9 | 90 7TH ST STE 18100 | | | SAN FRANCISCO | CA | 94103 |
| US DEPT OF LABOR OSHA | REGION 3 | THE CURTIS CENTER STE 740 WEST | 170 S INDEPENDENCE MALL WEST | | PHILADELPHIA | PA | 19106-3309 |
| US ENVIRONMENTAL PROTECTION AGENCY | REGION 5 | 77 WEST JACKSON BLVD | | | CHICAGO | IL | 60604-3507 |
| WARNER NORCROSS & JUDD LLP | GORDON J TOERING | 900 FIFTH THIRD CTR | 111 LYON ST NW | | GRAND RAPIDS | MI | 49503 |
| WEGMAN HESSLER & VANDERBURG | STEVEN E PRYATEL ESQ & SIMON P DEMIAN ESQ | 6055 ROCKSIDE WOODS BLVD STE 200 | | | CLEVELAND | OH | 44131 |
| WICKENS HERZER PANZA COOK & BATISTA CO | JAMES W MOENNICH & MICHAEL R NIEDERBAUMER | 35765 CHESTER ROAD | | | AVON | OH | 44011-1262 |
| WORKERS COMPENSATION AGENCY | | 100 W RANDOLPH ST STE 8 200 | | | CHICAGO | IL | 60601 |
| WORKERS COMPENSATION AGENCY | | 1171 S CAMERON ST RM 324 | | | HARRISBURG | PA | 17104-2501 |
| WORKERS COMPENSATION AGENCY | | 1515 CLAY ST 17TH FL | | | OAKLAND | CA | 94612 |
| WORKERS COMPENSATION AGENCY | | 270 PEACHTREE ST NW | | | ATLANTA | GA | 30303-1299 |
| WORKERS COMPENSATION AGENCY | | 443 LAFAYETTE RD NORTH | | | ST PAUL | MN | 55155 |
| WORKERS COMPENSATION AGENCY | | 600 WASHINGTON ST SEVENTH FL | | | BOSTON | MA | 02111 |
| WORKERS COMPENSATION AGENCY | | PO BOX 30016 | | | LANSING | MI | 48909 |
| WORKERS COMPENSATION AGENCY | INDUSTRIAL RELATIONS BUILDING | 649 MONROE ST | | | MONTGOMERY | AL | 36131 |
| WORKPLACE SAFETY AND INSURANCE BOARD | | 200 FRONT STREET WEST | | | TORONTO | ON | M5V 3J1 |
| WT ALLISON II | ATTORNEY AT LAW | PO BOX 276 | | | SULPHUR SPRINGS | TX | 75483 |